

ASPIRA Association, Inc.
NATIONAL BOARD OF DIRECTORS

EXECUTIVE COMMITTEE MEETING
May 21, 2004
Newark, New Jersey

Minutes

Members Present

Ms. Myrna Rivera CIMA, Chair
Ms. Lydia Hernandez Velez, Chair, ASPIRA of Pennsylvania
Mr. Benny Omar Torres, Chair, ASPIRA of Connecticut
Ms. Sonia Sánchez, Chair, ASPIRA of Illinois
Ms. Kelly Rodriguez, Chair, Student Affairs Committee
Mr. Angelo González, Chair, ASPIRA of Florida
Ms. Helga Umpierre, Chair, ASPIRA de Puerto Rico
Ms. Magda Yrizarry, Chair ASPIRA of New York

Excused

Mr. Rolando Velázquez, ASPIRA of New Jersey

National Office Staff

Mr. Ronald Blackburn-Moreno, President
Mr. Johnny Villamil, Executive Vice President
Ms. Hilda Crespo, Vice President for Public Policy and Federal Relations

The meeting was called to order at 9:15 am.

10 Approval of the proposed agenda for the May, 2004 Executive Committee Meeting

- Ms. Rivera called for a review of the proposed agenda.
- Ms. Hernández-Vélez proposed a discussion of the Aspirante Alumni Fellowship under new business.
- Ms. Rodríguez proposed a discussion of the Student Affairs Committee structure under new business.
- Ms. Umpierre proposed a discussion of a specific project to raise funds under new business
- Ms. Umpierre made a motion to approve the agenda as amended.
- Ms. Hernández- Vélez seconded.
- The agenda was approved by unanimous vote.

2.0 Review and Approval of the Minutes of the February, 2004 Executive Committee Meeting

- Ms. Rivera called for a review of the minutes of the February, 2004 Executive Committee meeting minutes.
- Minor typographical edits to the minutes were suggested.
- Ms. Rodríguez made a motion to approve the minutes as amended.
- The motion was approved by unanimous vote.

3.0 Review of the minutes of the February, 2004 Board of Directors meeting

- Ms. Rivera called for a review of the minutes of the February 2004 Board of Directors meeting.
- Several typographical errors were pointed out.
- Ms. Sánchez indicated that the minutes indicate that the discussion of the structure of the Student Affairs Committee was to be included in the agenda for this meeting.
- Ms. Rivera stated that this discussion should be a part of the agenda for this meeting and should not be under new business. Therefore this point will be included in the agenda, not under new business.
- Ms. Rivera also indicated that the report of the Student Affairs Committee should be an attachment to these minutes.
- Ms. Yrizarry initiated a discussion about the resolution passed by the board regarding activities of Associates in states of other Associates and documenting agreements between Associates.
- Ms. Rivera indicated that the National Office should be the custodian of documenting these agreements.
- There was agreement that the agreements among Associates be documented.
- Ms. Rivera proposed that this discussion be left for new business.
- Ms. Yrizarry was asked to draft language to amend the resolution during the meeting to be presented later.
- Ms. Rivera indicated that they had until the August meeting to review the minutes carefully.

4.0 Chairperson's Report: ASPIRA Code of Ethics

- Mr. Blackburn-Moreno discussed the rationale and history of the proposed Code of Ethics.
- There was a broad discussion regarding the need, appropriateness and language of the proposed ASPIRA Code of Ethics that will be brought to the National Board in August.
- Ms Yrizarry proposed that ASPIRA should be careful to use language in the document that is appropriate to the organization. Not all the language in the

proposed document may not be appropriate for ASPIRA and may need to be reviewed.

5.0 Treasurer's Report

Proposed Revised Budget

- Ms. Hernández-Vélez, Treasurer, presented her report. She asked that Mr. Blackburn-Moreno discuss the proposed revised budget.
- Mr. Blackburn-Moreno discussed the revised budget, which is proposed based on actual and projected expenditures by line item and that it reflect new income. He indicated that the line items had been adjusted and that the budget had risen to \$1.63 million for FY 04.
- A broad discussion followed on the proposed revised budget. Several questions were asked regarding the proposed revised budget. Mr. Blackburn-Moreno and Mr. Villamil responded extensively to the various questions, including questions on specific line item changes proposed as well as new income received since approval of the budget in September. There was also a discussion to clarify totals and calculations, especially the differences between the current budget, last year's budget and the proposed revised budget.
- A discussion followed regarding actual vs. projected income and expenditures, and recognizing income for budget purposes.
- Ms. Rivera and Ms. Hernández-Vélez requested a projected revenue report in addition to the proposed budget.
- Ms. Hernández-Vélez made a motion to approve the proposed revised budget.
- Ms. Umpierre seconded.
- The motion was approved by unanimous vote.

Revenue and Expenditure Report

- Ms. Hernández-Vélez reported on the revenue and expenditure report. She asked Mr. Blackburn-Moreno to discuss specific line items that could require clarification.
- Mr. Blackburn-Moreno discussed several specific line items to explain the nature of the expenditures under these items.
- An extensive discussion followed. Several questions from the board on specific line items and totals were answered by Mr. Blackburn-Moreno. He also explained the reserve line item.
- Ms. Hernández-Vélez made a motion to accept the revenue and expenditure report.
- Ms. Umpierre seconded.
- Mr. Torres proposed an amendment to reflect that a notation be included to specify that the audit was included last year under the consultant line item, and that this year it was included as a separate line item, since the report appears to reflect that there was no audit conducted last year.
- The motion, as amended was approved by unanimous vote.

Endowment Fund Report

- Ms. Hernández-Vélez presented the endowment fund report.
- Ms. Rivera discussed the economy and trends that have an impact on the endowment fund, and that Consultiva would be submitting recommendations to ASPIRA regarding investments. She also discussed an analysis they will be conducting on the \$76,000 line of credit against the endowment fund. There is an interest in consolidating the loans through the national line of credit with Citibank, which should be analyzed.
- Mr. Blackburn-Moreno discussed the new line of credit with Citibank and the agreements the Council of Executive Directors had made regarding how much each associate could borrow. He also discussed the current loan situation with the Associates, both short and long term loans.
- Ms. Yrizarry asked why some of the debts could not be forgiven, especially since ASPIRA of NY had negotiated lowered debt payment with other creditors. She indicated that the Association should discuss the issue of loans to Associates carefully.
- Mr. Blackburn-Moreno explained that the reason is that this would be reflected in the balance sheet of the Association and would have a negative effect on the perception of funders.
- A broad discussion followed regarding the policy related to the loans to the Associates from the National Office and the role of the National Office regarding its responsibilities to the Associates.
- Ms. Rivera suggested a recess for lunch.
- The board recessed at 12:30pm.

6.0 New Business

- Ms. Rivera suggested a change in the order of the agenda. She suggested that new business be discussed first, to allow time for the performance review of the President and then the President's report.
- There was consensus to change the order of the agenda.

Aspirante Alumni Fellowship

- Ms. Rivera initiated the discussion regarding the Aspirante Alumni Fellowship by providing background information on the Fellowship.
- A long discussion ensued regarding the Fellowship. The cease and desist letter approved by the board and sent to the Fellowship was discussed, as well as the status of the negotiations between ASPIRA and the Fellowship.
- Ms. Hernández-Vélez explained that the Fellowship had not been active and that no further negotiations on the relationship had taken place. She indicated that a committee had been designated to discuss the relationship with the Fellowship,

which includes Ms. Hernández-Vélez, Mr. Héctor Gesualdo and Mr. Blackburn-Moreno. She also indicated her opposition to a cease and desist request.

- Ms. Rivera indicated that we were seeking an inclusion strategy.
- Ms. Yrizarry discussed the history of the Fellowship with ASPIRA of New York, and its purpose. She indicated that the relationship had to be clarified to avoid conflicts with ASPIRA, especially in fund-raising.
- An extensive discussion followed. The discussion included past efforts to create of an alumni association by ASPIRA, the contacts that the Fellowship has had with ASPIRA of New York, the potential conflicts that could arise, a possible memorandum of understanding with the Fellowship and the need to find a way of ASPIRA having a voice in the governance of the Fellowship.
- No action was taken. Mr. Blackburn-Moreno indicated that we would need to follow up with Fellowship.

ASPIRA Resolution on the Activities by Associates in Sattes of Other Associates.

- Ms. Yrizarry came back to the discussion of the resolution discussed briefly in the review of the minutes.
- The discussion began around a proposal that Ms. Yrizarry work on language to amend the resolution that would clarify various issues related to process for developing agreements between Associates when one Associate was planning to conduct an activity in the state of another, and the role of the National Office in documenting agreements and mediating disagreements. The amended language would be presented for approval to the board at its next meeting.
- A broad discussion followed on each of the issues.
- Ms. Hernández-Vélez proposed that the resolution not be amended but that a “best practices” document be developed that would memorialize the processes that needed to be followed as a “best practices” documents.
- Ms. Yrizarry argued that since procedural aspects are discussed, it would be important to amend the resolution itself to reflect that agreements should be in writing and that they be filed with the National Office.
- Ms. Hernández-Vélez and Ms. Umpierre agreed that the language should be clarified.
- Ms. Yrizarry agreed to develop language for the next meeting.

Student Affairs Committee

- Ms. Rodríguez presented a report of the Student Affairs Committee. She reported on the proposed by-laws, the proposed budget, the proposed national ASPIRA Student Association that would add 7 students to the National Board. She reported about the proposal to amend the state Associates’ by-laws to ensure continuity of the student representative to the National Board by allowing the ACF past chair to remain a representative to the National Board in a non-voting capacity.
- Ms. Yrizarry indicated that ASPIRA of NY had already amended their by-laws and she need clarification whether this amendment was what was being proposed by the Committee.

- There was a discussion regarding amending the local by-laws.
- Ms. Rodríguez indicated that they had asked that the names of the ACF presidents and resumes be forwarded to the National Office.
- Ms. Rivera indicated that they were dealing with continuity of student representation and increasing the representation to 14 students (7 voting and 7 non-voting). She recommended that each Associate develop its own model for ensuring these goals.
- Ms. Yrizarry asked about the staff at the National Office that would be assigned to the Student Affairs Committee.
- Mr. Blackburn-Moreno indicated that the National Office would assign an appropriate staff person as soon as the new structure was decided upon.
- Ms. Umpierre indicated the opposition of ASPIRA de Puerto Rico to provide funding to the Student Affairs Committee.
- A discussion ensued around the funding of the national ACF.
- Ms. Rodríguez indicated that they would work on a formal request on these issues with the National Office.

7.0 President's Report

- Mr. Blackburn-Moreno presented a status report on the National Office. He indicated that he had submitted a written report in the board package. Mr. Blackburn-Moreno presented a summary of the written status report.
- Among the major items discussed was the Tech Tools Conference of ASPIRA of New Jersey. He indicated that the National Office and Council for Opportunity in Education (COE) were committed to the conference, and that there had been discussions with the Board of Directors of ASPIRA of NJ regarding the conference. He presented an update on the proposal made some time ago to the board of ASPIRA of NJ, for the National Office to take the lead in organizing the conference, which included assuming the responsibility for the hotel contract.

He indicated that, at a meeting the night prior, the board of ASPIRA of NJ was adamant that the conference was and ASPIRA of NJ event, and that they would conduct the conference as in previous years. Mr. Blackburn-Moreno indicated that he informed the board of ASPIRA of NJ that that would be fine and that the National Office would be supportive of the conference in the same way that it had in the past, seeking outside sponsorship and participating in the planning committee. He also discussed the analyses made at the National Office regarding the organizational capacity of ASPIRA of New Jersey to carry out the conference and the concern that they may not have the capacity given the departure of a number of staff at ASPIRA of NJ. He also mentioned the debt that ASPIRA of New Jersey has with COE for the conference last year and the capacity to pay this debt soon.

- Ms. Rivera asked about the metrics the National Office had on actions that would be needed within the next 30 to 60 days if ASPIRA of NJ decided they did not have the capacity or there was no progress on planning the conference.

- Mr. Blackburn-Moreno indicated that he believed that if no significant action by ASPIRA of NJ was not forthcoming over the course of June or July, the National Office would have to consider taking action, either withdrawing from the conference or asking them to cancel the conference altogether.
- Ms. Rivera asked about the value proposition of the conference.
- Mr. Blackburn-Moreno indicated various reasons why the conference was important to ASPIRA, to which other members added. He indicated that for many reasons it was very important.
- Mr. Blackburn-Moreno also discussed the golf tournament as a separate event, which was the responsibility of ASPIRA of New Jersey exclusively, and how the tournament was operated.
- On other topics, he went on to discuss the new agreement creating the *Telecentros de las Américas*.
- Mr. Blackburn-Moreno presented other areas contained in the written report, including programs, the office space at the National Office, new grants, carryovers and other financial issues.
- Ms. Rivera asked Ms. Umpierre to discuss an idea that she wanted to bring to the board regarding a way to raise funds for the Associates. It relates to the distribution and sales of a tourism guide focusing on the environment, on Puerto Rico, which is being produced by a writer who she has approached. The author would be willing to contribute a third of the sales price of the book to any Associate willing to distribute the guide.

8.0 Performance Review of the President

- Ms. Rivera asked Mr. Blackburn-Moreno to make a brief presentation regarding his performance so they could then go into executive session to discuss the President's performance and compensation.
- Mr. Blackburn made an oral presentation based on his Performance Review Report in the board package.
- Ms. Rivera called the Executive Committee into executive session
- The Executive Committee reconvened in public session after the executive session.
- Ms. Rivera informed Mr. Blackburn-Moreno that the Committee had approved the request to extend his contract with ASPIRA as presented in his letter regarding his employment, and had agreed to the compensation request also contained in the letter.
- Ms. Rivera summarized the discussion of the Executive Committee regarding what they believe should be the emphasis and priorities for the President for the next three years. She praised him for his efforts and recognition outside ASPIRA and indicated that the Executive Committee would like for him to use this recognition within the organization to further advance the Associates and the Association. She indicated that, given the time, she would meet with Mr.

Blackburn-Moreno later to discuss details of the Executive Committee discussions.

- Ms. Rivera requested a motion to adjourn the meeting
- Ms. Umpierre made a motion to adjourn.
- Ms. Sánchez seconded.
- The meeting adjourned at 4:30pm.